



Automatic e-mail notification of
Fund news & Web site updates

NEW

Portfolio Manager Robert Loest will be a guest on the network premiere of
CNBC's Market Watch w/ Maria Bartiromo, Friday 7pm EST.

A Foolishly Managed Mutual Fund
(Fool on the Hill) February 24, 2000

Special Announcement!

Closing Values **March 28, 2000**

symbol	price	\$ change	% change	total net assets	% YTD return
Millennium - IPSMX	\$83.53	-\$2.42	-2.81%	\$467.1 Million	+23.38%
New Frontier - IPSFX	\$48.57	-\$1.89	-3.74%	\$24.2 Million	+21.43%
Dow	10,936.11	-89.74	-0.81%	N/A	-4.88%
Nasdaq	4,834.00	-124.56	-2.51%	N/A	+18.79%
S&P 500	1,507.73	-16.13	-1.06%	N/A	+2.62%

Millennium [1 yr.](#), [5 yr.](#), & [since inception returns](#) as of most recent calendar quarter
New Frontier [1 yr.](#) & [since inception returns](#) as of most recent calendar quarter

IPS Millennium Fund is now
A Morningstar ★★★★★ fund: 3 Years
A Morningstar ★★★★★ fund: 5 Years

The Fund received 5 stars among 407 and 277 Domestic Equity Funds for the 3-year and 5-year periods ended 2/29/00. Morningstar proprietary ratings reflect risk-adjusted performance through 2/29/00. The top 10% of the funds in an investment category receive 5 stars. Subject to change every month, a fund's rating is based on its 3-year, 5-year and (where available) 10-year average annual total returns (with fee adjustments) in excess of 90-day Treasury bill returns, and a risk factor that reflects fund performance below 90-day Treasury bill returns.

Note: Above total returns include dividend & capital gains distributions not shown here. The performance data given above represent past performance, which is no guarantee of future results. The investment return and principal value will fluctuate, so that the value of your shares, when redeemed, may be worth more or less than their original cost. This fluctuation in value is illustrated on a quarterly basis in the bar graph at the top of this page. Income & capital gains distributions are also included in the [Prospectus](#), or call 800.249.6927 for the most recent annual or semi-annual report, or view it in Adobe format on the [index](#) page.

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IPS Millennium Fund Information

Fund Statistics

02/29/00

Ticker Symbol	IPSMX
Number of Stocks	88
Risk (Morningstar)	Average
Load	No-Load
12b-1 Fee	None
Total Assets	\$341.4 Million
Expense Ratio	1.17%
Turnover Ratio	51.74%
5 yr. Return to 02-29-00	+ 47.6%
Fund Beta (Wilshire 4500)	1.08
Beta Correlation	0.73
Fund Alpha (Wilshire 4500)	26.6%

Other Information

Minimum Initial Purchase	\$1,000 / \$100 per month
Minimum Subsequent Purchase	\$100
CUSIP Number	449837103
Inception Date	January 3, 1995
Objective	Growth & Income
Characterization	Multi-cap Blend
Management Team	Loest / D'Amico
Investment Advisor	IPS Advisory, Inc.
Custodian	Provident Bank, N.A.
Telephone	800.249.6927 / 865.524.1676
Address	1225 Weisgarber Rd, Ste S-380, Knoxville, TN 37909
Outside Auditor	McCurdy & Associates CPAs, Inc.

The Fund is a **no-load**, no-12b-1, diversified Growth & Income Fund managed by IPS Advisory, Inc., Knoxville, TN. **Stock mutual funds are volatile, and investors can lose money in them, especially over shorter periods of time (i.e., less than five years), so please read our disclosure below, and the [Prospectus](#), before investing.** See the [Fund Addresses](#) page for more about the Fund's fiduciary & contractual relationships.

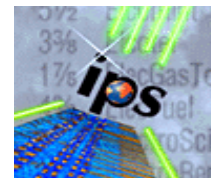
Important! Please Read.

Past performance is no guarantee of future results. For more complete information about the **IPS Millennium Fund**, including performance and expenses, please write, [E-mail](#), or call us at **800.249.6927** to obtain a printed copy of the Prospectus and other information. Before you send money or invest, please read the [Prospectus](#) carefully. Investment return and principal value will fluctuate so that, when redeemed, your shares may be worth more or less than their original cost.

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IPS Millennium Fund



CUSIP 449837103
Ticker IPSMX
Inception Jan. 3, 1995
Minimum \$1,000 / \$100 additions
Managers Loest / D'Amico since inception
Phone 800.249.6927 / 865.524.1676
Website www.ipsfunds.com
E-mail info@ipsfunds.com
Available Schwab, Fidelity, Jack White, Waterhouse, First DataLynx

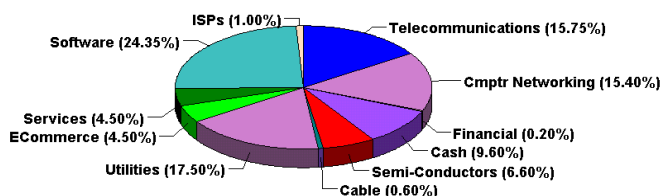
Investment Objective

IPS Millennium Fund seeks long-term capital gains from investment in rapidly-growing U.S. corporations. A secondary objective is the reduction of volatility by using high dividend sectors such as utilities. Industry selection is based on a top down methodology using a **Biological / Ecological** model of the economy. Individual stock selection is based on criteria derived from **Complex Adaptive Systems** theory.

Top Ten Holdings 02/29/00

1. JDS Uniphase	4.6%
2. Sandisk	4.2%
3. Vitria Technology	3.3%
4. Calpine	2.7%
5. Duke Energy	2.4%
6. Broadvision	2.2%
7. Silknet Software	2.0%
8. Cisco Systems	1.9%
9. Yahoo	1.9%
10. Verisign	1.8%

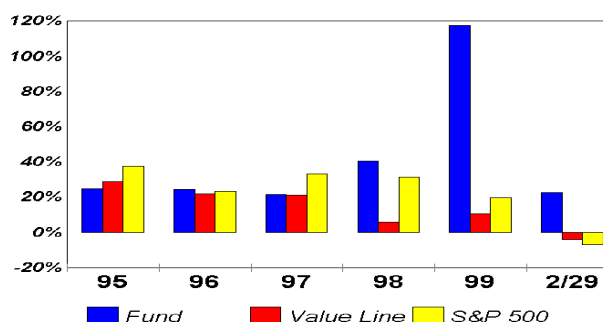
Sector Weightings 02/29/00



Portfolio Statistics 02/29/00

Wtd Avg Market Cap	\$ 34.8 Billion
Median Market Cap	\$ 9.1 Billion
Number of Companies	88
Turnover Ratio	51.74%
Beta	1.08
Beta Correlation	0.73
Expense Ratio	1.17% maximum
Total Assets	\$ 341.4 Million
Load	No-Load
12b-1 Fee	None
5-Yr. Compound Return	47.6%
5-Yr. S&P 500 Cmpd Rtn	24.1%
Min. Initial Purchase	\$1,000 / \$100/mo.
Characterization	Multi-cap Blend

Performance 02/29/00**



Performance**	95	96	97	98	99	02/29/00
Fund	24.80%	24.40%	21.40%	40.30%	117.54%	22.58%
Value Line (A)	28.70%	21.80%	21.10%	5.82%	10.56%	-3.93%
S&P 500	37.50%	23.10%	33.20%	31.33%	19.53%	-7.00%

This report is not an offer to sell IPS Millennium Fund. Shares are sold only through the currently effective prospectus, which must precede or accompany this report. Please read the prospectus carefully before you invest or send money. Total return figures include reinvestment of all dividends and capital gains. Investment returns will fluctuate and when redeemed, shares may be worth more or less than their original investment. Past performance does not guarantee future results. All performances results are net of fees.

The Advisor to the Fund is **IPS Advisory, Inc.**, SEC Registered Investment Advisor
1225 Weisgarber Road, Suite S-380, Knoxville, TN 37909

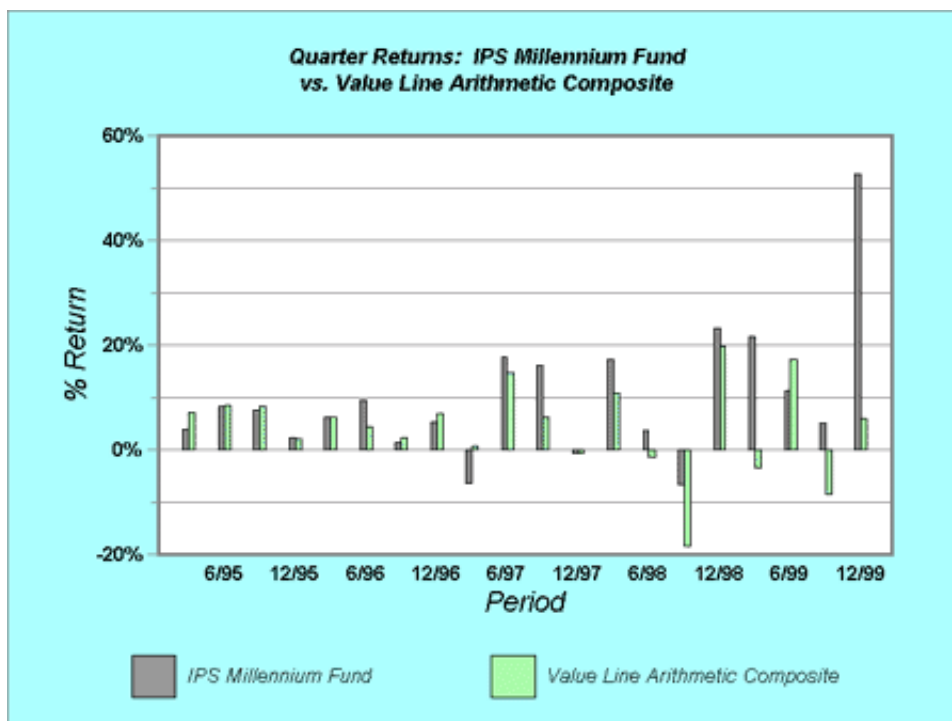


IPS Millennium Fund Performance Statistics

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Relative Volatility of Quarterly Returns as of December 31, 1999

The volatility of a mutual fund relative to some broad market index is often used as a gauge of its risk. As you can see from the bar graph below, the IPS Millennium Fund's level of risk, using relative volatility, is greater than that of the broader stock market, principally due to its large component of technology companies. You should understand this aspect of the Fund before you invest.

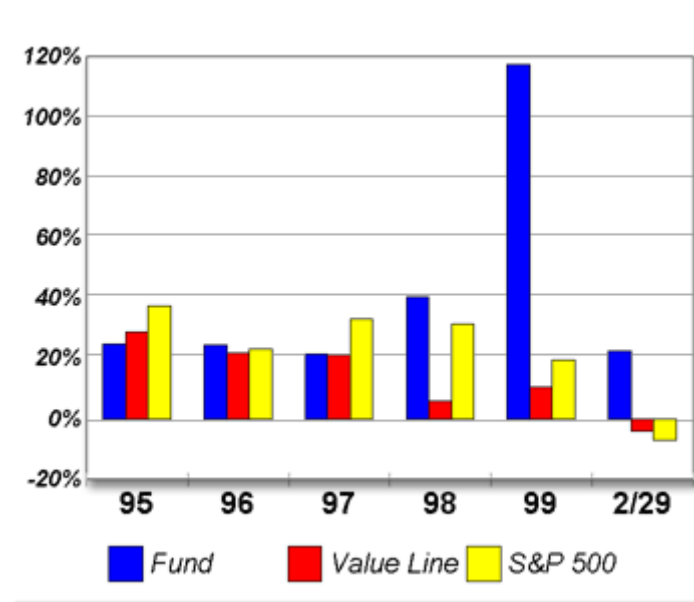


Calender Quarter	IPS Millennium	Value Line (A)
6/95	6.27%	8.53%
12/95	2.36%	2.04%
6/96	9.51%	4.54%
12/96	5.34%	7.08%
6/97	17.81%	14.88%
12/97	-0.53%	-0.69%
6/98	3.81%	-1.23%
12/98	23.35%	19.80%
6/99	11.38%	17.24%

12/99	52.79%	6.09%
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The Value Line Arithmetic Composite Index (VLACI) is an equally weighted index, as opposed to the capitalization weighted S&P 500 Composite, and covers nearly 1,700 companies. IPS Advisory uses the VLACI because we feel it is more representative of the companies in the Fund's portfolio, their more equal weightings, and the broader stock market in general.

Performance History (*updated monthly*) as of February 29, 2000



Annual returns for the IPS Millennium Fund versus the S&P 500 and the Value Line Arithmetic Composites.

	1995	1996	1997	1998	1999	02/29/00
IPS Millennium	24.80%	24.40%	21.40%	40.30%	117.54%	22.58%
Value Line (A)	28.70%	21.80%	21.10%	5.82%	10.56%	-3.93%
S&P 500	37.50%	23.10%	33.20%	31.33%	19.53%	-7.00%

Performance History February 29, 2000

Period (Ticker IPSMX)	Beginning NAV	Ending NAV	% Total Return	Income Distrib.	Capital Gains Distrib.	S&P 500 Return
Jan. 3, 1995 - Dec. 31, 1995	\$12.00	\$14.76	24.80%	\$0.124	\$0.0801	37.50%
Jan. 1, 1996 - Dec. 31, 1996	\$14.76	\$18.28	24.43%	\$0.0231	\$0.07	22.14%
Jan. 1, 1997 - Dec. 31, 1997	\$18.28	\$22.20	21.44%	\$0.00	\$0.00	31.90%
Jan. 1, 1998 - Dec. 31, 1998	\$22.20	\$31.12	40.30%	\$0.027	\$0.00	27.08%
Jan. 1, 1999 - Dec. 31, 1999	\$31.12	\$67.70	117.5%	\$0.00	\$0.383	19.78%
Jan. 1, 2000 - Feb. 29, 2000	\$67.70	\$82.99	22.58%	\$0.00	\$0.00	-7.00%
Feb. 29, 1999 - Feb. 29, 2000	\$32.83	\$82.99	152.79%	\$0.00	\$0.00	11.50%
Annualized Total Return: 3 Years to December 31, 1999	\$18.86	\$67.70	54.93%	NA	NA	27.46%
Annualized Total Return: Inception to December 31, 1999	\$12.00	\$67.70	41.94%	NA	NA	26.15%
Annualized Total Return: 5 Years to February 29, 2000	\$14.98	\$82.99	47.64%	NA	NA	24.11%
Annualized Total Return: Inception to February 29, 2000	\$12.00	\$82.99	46.01%	NA	NA	24.79%

Note: Above total returns include dividend & capital gains distributions not shown here. The performance data given above represent past performance, which is no guarantee of future results. The investment return and principal value will fluctuate, so that the value of your shares, when redeemed, may be worth more or less than their original cost. This fluctuation in value is illustrated on a quarterly basis in the bar graph at the top of this page. Income & capital gains distributions are also included in the [Prospectus](#), or call 800.249.6927 for the most recent annual or semi-annual report, or view it in Adobe format on the [index](#) page.

IPS Millennium Fund is a diversified, open-end management company registered with the SEC. The Adviser, Underwriter and Distributor of the Fund is IPS Advisory, Inc., an SEC Registered Investment Advisor.

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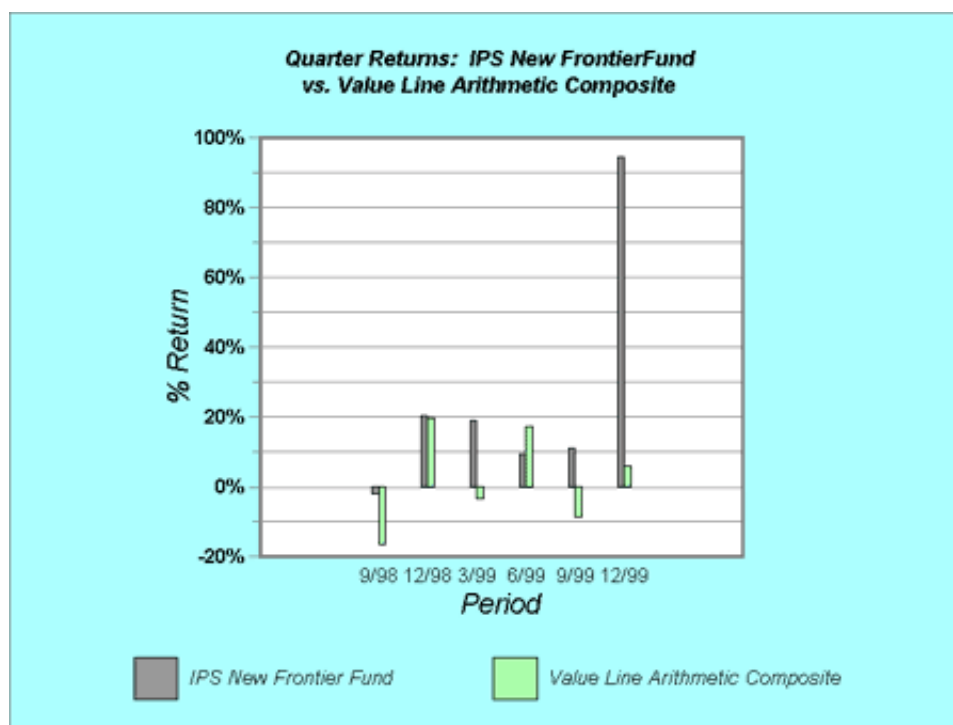


IPS New Frontier Fund Performance Statistics

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Relative Volatility of Quarterly Returns as of December 31, 1999

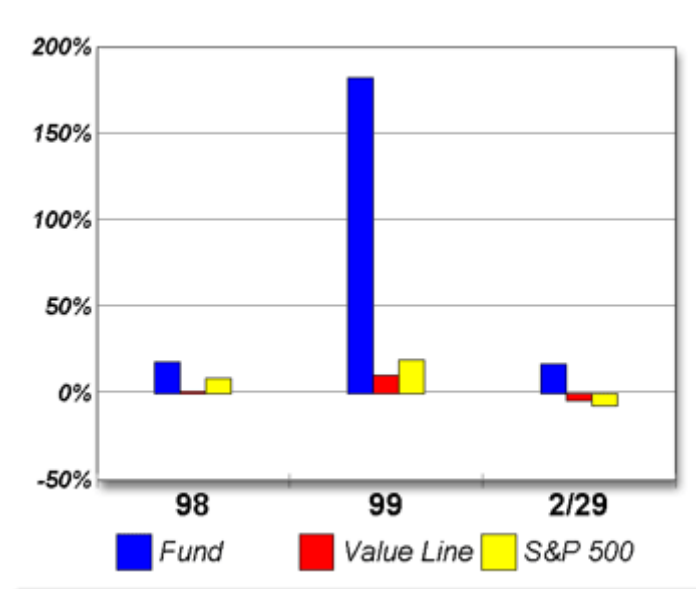
The volatility of a mutual fund relative to some broad market index is often used as a gauge of its risk. As you can see from the bar graph below, the IPS New Frontier Fund's level of risk, using relative volatility, has been less than that of the broader stock market, principally due to its large cash component, and the fact that the fund buys chiefly companies whose stock price has fallen dramatically. Nevertheless, the Fund is a "Non-diversified" fund, holding less than 20 companies, so *day-to-day* and *week-to-week* (not longer term) volatility is more likely to be determined by the behavior of individual stocks in which it holds a large position, rather than the broader market indexes. You should understand this aspect of the Fund before you invest.



Calendar Quarter	IPS New Frontier	Value Line (A)
9/98	-1.92%	-16.23%
12/98	20.67%	19.80%
3/99	19.11%	-3.46%
6/99	9.59%	17.24%
9/99	11.08%	-8.36%
12/99	94.55%	6.09%

The Value Line Arithmetic Composite Index (VLACI) is an equally weighted index, as opposed to the capitalization weighted S&P 500 Composite, and covers nearly 1,700 companies. IPS Advisory uses the VLACI because we feel it is more representative of the companies in the Fund's portfolio, their more equal weightings, and the broader stock market in general, than is the S&P 500.

Performance History (*updated monthly*)
as of February 29, 2000



Since inception returns for the IPS New Frontier Fund versus the S&P 500 and the Value Line Arithmetic Composites.

	1998	1999	02/29/00
IPS New Frontier	18.36%	182.09%	17.13%
Value Line (A)	1.01%	10.56%	-3.93%
S&P 500	6.85%	19.53%	-7.00%

Performance History updated monthly
as of February 29, 2000

Period (Ticker IPSFX)	Beginning NAV	Ending NAV	% Total Return	Income Distrib.	Capital Gains Distrib.	S&P 500 Return
Aug. 3, 1998 - Dec. 31, 1998	\$12.00	\$14.18	18.36%	\$0.023	\$0.00	10.29%
Jan. 1, 1999 - Dec. 31, 1999	\$14.18	\$40.00	182.1%	\$0.00	\$0.742	20.97%

1999						
Jan. 1, 2000 - Feb. 29, 2000	\$40.00	\$46.85	17.13%	\$0.00	\$0.00	-7.00%
Feb. 29, 1999 - Feb. 29, 2000	\$15.49	\$46.85	202.45%	\$0.00	\$0.00	11.58%

Note: Above total returns include dividend & capital gains distributions (shown above). The performance data given above represent past performance, which is no guarantee of future results. The investment return and principal value will fluctuate, so that the value of your shares, when redeemed, may be worth more or less than their original cost. This fluctuation in value is illustrated on a quarterly basis in the bar graph at the top of this page. Income & capital gains distributions are also included in the [Prospectus](#), or call 800.249.6927 for the most recent annual or semi-annual report, or view it in Adobe format on the [index](#) page.

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